

# **QUONSET DEVELOPMENT CORPORATION**

## **MEETING OF BOARD OF DIRECTORS**

### **EXECUTIVE SESSION MINUTES**

**April 17, 2006**

**A meeting of the Board of Directors of the Quonset Development Corporation (the “Corporation”) was held at 5:00 p.m. on Monday, April 17, 2006, at the offices of the Corporation located at 30 Enterprise Drive, North Kingstown, Rhode Island, pursuant to notice to all members of the Board of Directors and a public notice of the meeting as required by the Bylaws of the Corporation and applicable Rhode Island law.**

**The following Directors constituting a quorum were present and participated throughout the meeting as indicated: Kas R. DeCarvalho, David A. Doern, Thomas Hazlehurst, Barbara Jackson, Michael E. McMahon, Anthony F. Miccolis, Jr., John A. Patterson, Sav Rebecchi, M. Paul Sams, and John G. Simpson. Absent was: Robert Crowley**

**Also present were: W. Geoffrey Grout, Managing Director, E. Jerome Batty, Secretary, Mary C. Lake, CFO, Alexandria Benjamin, Administrative Assistant, Jack Sprengel, Director of Operations, and David Preston of New Harbor Group.**

**Prior to adjournment to Executive Session upon motion made by Mr. Miccolis and seconded by Mr. Patterson, the Board:**

**VOTED: To adjourn to Executive Session pursuant to Subsection (2) – (litigation), Subsection (5) – (Acquisition or Lease of Real Estate for public purposes or disposition of Publicly held Property, Subsection (6) – (Location of Perspective Businesses in Rhode Island), and subsection (7) (Investment of Public Funds) of the RIGL §42-46-5(a) (the “Open Meetings Law”).**

**Voting in favor were: Mr. DeCarvalho, Mr. Doern, Mr. Hazlehurst, Ms. Jackson, Mr. Miccolis, Mr. Patterson, Mr. Rebecchi, Mr. Sams, and Mr. Simpson.**

**Voting against were: none.**

**Unanimously approved.**

**The Executive Session convened at 5:45 p.m.**

**1. DISCUSSION REGARDING NEW BOSTON DEVELOPMENT PARTNERS LLC GATEWAY DEVELOPMENT:**

**Chairman McMahon reminded the Board of the importance of the**

**Gateway Project. He stated that New Boston Development Partners, LLC (“New Boston”) needs to identify high quality tenants. He also noted that developers say Quonset doesn’t fit the traditional model for hotels.**

**Mr. Grout pointed out that the location of Gate Road and Davisville Road are still issues for the developer. He discussed possible changes to the Davisville Road relocation as a result of the Bristol-Myers Squibb proposal.**

**Mr. Patterson asked Chairman McMahon if QDC has any leverage with Bristol-Myers Squibb. He expressed concern that delaying the road decisions until the Bristol-Myers Squibb decision is made could adversely impact the Gateway Project.**

**Mr. Rebecchi asked if it would be appropriate to consider holding off on the New Boston development until more of the basic issues, such as the road location and issues with the Town of North Kingstown can be resolved. He explained that it is difficult to deal with New Boston without addressing the issues related to municipal services.**

**Ms. Jackson asked if the Municipal Services Agreement with the Town of North Kingstown is an issue with New Boston.**

**Chairman McMahon replied that ongoing discussions regarding municipal services should not delay the Gateway Project.**

**Mr. Doern noted that it is important that the Corporation have the option to take back the hotel parcel.**

**Mr. Grout added that New Boston is now managing expectations. They did a good job selling and now they are having a hard time delivering.**

**Upon motion duly made by Mr. Doern and seconded by Mr. Simpson, the Board:**

**VOTED: That the Corporation acting by and through its Chairman, Vice-Chair, Managing Director, or Finance Director, each of them acting singularly the "Authorized Officers" is hereby authorized to enter into, execute and deliver an Amended and Restated Development Agreement with New Boston Development Partners, LLC, substantially, in accordance with the Outline and draft Agreement presented to the Board (the "Agreement"); and**

**That each of the Authorized Officers, acting singularly and alone, be and each of them hereby is authorized, empowered and directed to effectuate the intent of this resolution by executing, delivering and performing any and all modifications, renewals, confirmations and variations of such Agreement as any of the Authorized Officers acting singularly or alone shall deem necessary, desirable and without further specific action by this Board, and on behalf of the**

**Corporation, such Authorized Officers are hereby authorized, empowered and directed to prepare or cause to be prepared and to execute, perform and deliver in the name and on behalf of the Corporation the Agreement with such changes, additions, deletions, supplements and amendments thereto as the Authorized Officer executing the same shall determine to be necessary, desirable and appropriate and in the best interest of the Corporation.**

**Voting in favor were: Mr. DeCarvalho, Ms. Jackson, Mr. Doern, Mr. Hazlehurst, Mr. Miccolis, Mr. Rebecchi, Mr. Sams, Mr. Simpson and Mr. Patterson.**

**Voting against were: none.**

**Unanimously approved.**

**There being no further business to come before the Executive Session, upon motion duly made by Mr. Miccolis and seconded by Mr. Patterson, the Executive Session was adjourned at 6:20 p.m.**

**Voting in favor were: Mr. Decarvalho, Ms. Barbara Jackson, Mr. Doern, Mr. Hazlehurst, Mr. Miccolis, Mr. Rebecchi, Mr. Sams, Mr. Patterson and Mr. Simpson.**

**Voting against were: none.**

**Unanimously approved.**

**Respectfully submitted by:**

**By:**

**E. Jerome Batty, Secretary**